

## UCW LIMITED (UCW) (ACN 108 962 152) – CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement sets out UCW Limited's (**the Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**the ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, the Company will be required to provide a statement in its future annual reports disclosing the extent to which the Company has followed the ASX Principles and Recommendations.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>1. Lay solid foundations for management and oversight</b>		
1.1. A listed entity should disclose the respective roles and responsibilities of its board and management and those matters expressly reserved to the board and those delegated to management.	Yes	<p>The Company's board of directors (<b>the Board</b>) is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:</p> <ul style="list-style-type: none"> <li>(a) maintain and increase Shareholder value;</li> <li>(b) ensure a prudential and ethical basis for the Company's conduct and activities; and</li> <li>(c) ensure compliance with the Company's legal and regulatory objectives.</li> </ul> <p>Consistent with these goals, the Board assumes the following responsibilities:</p> <ul style="list-style-type: none"> <li>(a) developing initiatives for profit and asset growth;</li> <li>(b) reviewing the corporate, commercial and financial performance of the Company on a regular basis;</li> <li>(c) acting on behalf of, and being accountable to, the Shareholders; and</li> <li>(d) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.</li> </ul>

		<p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully-informed basis.</p> <p>It is expected that the division of responsibility of the Board and senior executives will vary with the evolution of the Company. The Company intends to regularly review the balance of responsibilities to ensure that the division of functions remains appropriate to the needs of the Company.</p>
1.2. A listed entity should undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election as a director and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	<p>The Company undertakes backgrounds checks with regards to the person's character, experience and education prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they are able to be elected.</p> <p>When an individual is nominated to be a director, their curriculum vitae with their relevant professional history and qualifications is circulated to the security holders in the Company.</p>
1.3. A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>Directors are provided with indemnity insurance and access deeds, and service agreements, and senior executives are given employment contracts setting out the terms of their appointment. These are set out in the relevant terms by which they will be involved in the Company.</p>
1.4. The company secretary of the listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	<p>The company secretary position is directly accountable to the Board on all matters to do with the proper functioning of the Board.</p>

<p>1.5. A listed entity should have a diversity policy and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measureable objectives for achieving gender diversity and for the board to assess annually both the objectives and the progress in achieving them. The results should be disclosed annually.</p>	<p>No</p>	<p>The Company has not found it necessary to create a diversity policy or to annually report on measurable objectives with respect to achieving gender diversity. It will remain committed to ideals of gender diversity.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider adopting a policy.</p>
<p>1.6. A listed entity should have and disclose the process for periodically evaluating the performance of the board, its committees and individual directors and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>No</p>	<p>Due to the fact that the Company is only in the early stages of its restructure, there is currently no separately constituted remuneration committee in the Company.</p> <p>The remuneration of the executive chairman and the non-executive directors will be decided by the Board, without the affected directors participating in that decision-making process. There are currently three non-executive directors and one executive chairman on the Board.</p> <p>In accordance with clause 13.8 of the Company's Constitution, the total maximum remuneration of the executive Directors is currently set at \$500,000. This may be varied by an ordinary resolution of the shareholders in a general meeting. The determination of non-executive directors' remuneration within that maximum amount will be made by the Board, having regard to the inputs and value to the Company of the respective contributions by each non-executive director.</p> <p>Such information is available in several publicly available forums such as ASX announcements.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider putting in a process for evaluating the performance of the Board, its committees and individual</p>

		Directors.
1.7. A listed entity should disclose the process for periodically evaluating the performance of its senior executives and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	No	<p>The Board and senior management team will regularly review the performance of its senior executives and address any issues that may emerge. However, given the current size of the Company, the Board does not consider that disclosure of the process of evaluating the performance of senior executives is necessary.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider disclosing the process for evaluating the performance of senior management.</p>
<b>2. Structure the board to add value</b>		
<p>2.1. The board should establish a nomination committee which:</p> <ul style="list-style-type: none"> <li>• has at least three members, a majority of whom are independent directors; and</li> <li>• is chaired by an independent director</li> </ul> <p>and disclose</p> <ul style="list-style-type: none"> <li>• the charter of the committee;</li> <li>• the members of the committee; and</li> <li>• as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meeting.</li> </ul> <p>If the Company does not have a nomination committee, it should disclose the fact and processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and</p>	No	<p>No formal nomination committee or procedures have been adopted for the identification, appointment and review of the Board membership, but an informal assessment process, facilitated by the Executive Chairman in consultation with the Company's professional advisers (if required), has been committed to by the Board.</p>

responsibilities effectively.		
2.2. A listed entity should disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve its membership.	No	The Board strives to ensure that it is comprised of directors with a blend of skills, experience and attributes appropriate to the Company and its business. The principle criterion for the appointment of new Directors is their ability to add value to the Company and its business. In light of this, it has not been deemed necessary to create a formal document outlining the particular skills of the existing Board.
2.3. A listed entity should have and disclose the names of the directors considered to be independent and also the interests, positions and associations that might cause doubts as to the independence of a director and the length of service of each director.	No	The Board ensures that each Director is not able to be significantly adversely influenced by the operations of the Company by ensuring the Board currently has a diverse range of backgrounds. Information with respect to potential issues of independence may be disclosed to the market but no formal policy exists to ensure such disclosure.
2.4. A majority of the board should be independent directors.	No	<p>The Board has reviewed the position and associations of each of the four Directors in office and has determined that none of the directors are currently independent. This is due to the fact that the Company is only in the early stages of its recapitalisation and restructure. Each of the Directors are essential to the success of the Company at this stage of its restructure.</p> <p>In making this determination the Board has had regard to the independence criteria in ASX Corporate Governance Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant. The Board will assess the independence of new Directors upon appointment and will review their independence, and the independence of the other Directors, as appropriate.</p>

		As the Company develops, the Board intends to review the composition of the Board.
2.5. The chair should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Company's current Executive Chairman, Mr Adam Davis, does not satisfy the ASX Corporate Governance Principles and Recommendations definition of an independent director. However, the Board considers Mr Davis's role as Executive Chairman as essential to the success of the Company at this stage of its restructure.  Mr Davis currently oversees the executive management of the company.
2.6. A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain necessary skills.	No	The Company does not have a formal program for inducting new Directors, however the Company takes care in ensuring that Directors will be able to effectively manage and govern the Company before their nomination as potential Directors.
<b>3. Act ethically and responsibly</b>		
3.1. A listed entity should have a code of conduct for its directors, senior executives and employees and disclose that code or a summary of the code.	No	The Board is committed to the establishment and maintenance of appropriate ethical standards. Given the fact that the Company is only in the early stages of its restructure there is currently no official code of conduct in place.  As the Company develops the Board intends to review its practices, and if deemed necessary, establish an appropriate code of conduct.
<b>4. Safeguard integrity in corporate reporting</b>		
4.1. The board should establish an audit committee which is structured so that it: <ul style="list-style-type: none"> <li>• has at least three members;</li> <li>• consists only of non-executive directors, a majority</li> </ul>	No	The Company does not have a separately constituted audit committee due to its current size and the fact that the Company is in the early stages of its restructure. As the Company develops, the Board intends to review its

<p>of whom are independent directors; and</p> <ul style="list-style-type: none"> <li>is chaired by an independent director who is not the Chairman.</li> </ul> <p>And should disclose:</p> <ul style="list-style-type: none"> <li>the charter of the committee;</li> <li>the qualifications and experience of the members of the committee; and</li> <li>the number of times the committee meets.</li> </ul> <p>If no committee satisfying the above exists, it should disclose that fact and the processes it uses to safeguard the integrity of its reporting.</p>		<p>practices, and if deemed necessary, establish an audit committee.</p> <p>The Company during its general meeting is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.</p>
<p>4.2. The Board should receive from its CEO and CFO a declaration that in their opinion, the financial records have been properly maintained and comply with the proper standards.</p>	<p>N/A</p>	<p>The Company currently does not have a CEO or CFO.</p>
<p>4.3. A listed entity should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Yes</p>	<p>An external auditor will be present at the AGM and be available to answer questions from security holders relevant to the audit.</p>
<p><b>5. Make timely and balanced disclosure</b></p>		
<p>5.1. A listed entity should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.</p>	<p>No</p>	<p>The Company will develop written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities. These policies and procedures will also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at general meetings. A summary of these policies and procedures will be included in the board charter and will be available at the Company's registered office and website <a href="http://www.ucwlimited.com.au">www.ucwlimited.com.au</a>.</p>

		<p>The company secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.</p> <p>Shareholders that have made an election, receive a copy of the Company's Annual report by mail. Otherwise, the Annual Report is available on the Company's website.</p> <p><b>Trading in the Company's shares</b></p> <p>A director must not trade in any securities of the Company at any time when they are in possession of unpublished price sensitive information in relation to those securities.</p> <p>As required by the ASX Listing Rules, the Company is to notify the ASX of any transaction conducted by any director in the listed securities of the Company. The Company has established procedures and protocols to be complied with if a director, officer or employee wishes to trade in the Company's securities. This is outlined in the Company's Securities Trading Policy.</p> <p>Any trading which occurs must be in accordance with the Company's Securities Trading Policy.</p>
<b>6. Respect the rights of security holders</b>		
6.1. A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company has recently launched its website <a href="http://www.ucwlimited.com.au">www.ucwlimited.com.au</a> which contains all relevant information about the Company. The Company will regularly update the website and contents therein as deemed necessary.



6.2. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	No	The Company has no investor relations program in place, but ensures that all material information is conveyed to its investors so as to facilitate communication.
6.3. A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	No	Due to the fact that the Company is only in the early stages of its restructure, the Company does not have a formal communications policy in place. The Company aims to produce a shareholder's communication and policy to enable all material matters to be disclosed to the market in accordance with the ASX Listing Rules.
6.4. A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company encourages shareholders to register for receipt of announcements and updates electronically.
<b>7. Recognise and manage risk</b>		
<p>7.1. The Board should establish a risk committee, structured so that it:</p> <ul style="list-style-type: none"> <li>• has at least three members, a majority of whom are independent directors and;</li> <li>• is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>• the charter of the committee;</li> <li>• the members of the committee; and</li> <li>• as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</li> </ul> <p>If the Company does not have a risk committee or committees that satisfy the above, disclose that fact and the processes it employs for overseeing the</p>	No	<p>The Company does not have a separately constituted risk committee due to the fact that the Company is only in the early stages of its restructure. As the Company develops the Board intends to review its practices, and if deemed necessary, establish a risk committee.</p> <p>Presently, the Board is responsible for the oversight and management of all material business risks. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.</p> <p>The risk profile can be expected to change and procedures adapted as the Company develops and it grows in size and complexity.</p> <p>The Board intends to continue to regularly review and</p>

entity's risk management framework.		approve the risk management and oversight policies of the Company.
7.2. The Board should review the Company's risk management framework at least annually and disclose whether such a review has taken place.	No	Although the Company does not have a separately constituted risk committee, the Board intends to continue to regularly review and approve the risk management and oversight policies of the Company.
7.3. A listed entity should disclose if they have an internal audit function, how the function is structured and what role it performs. If the company does not have an internal audit function, the company should disclose the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	No	The Company does not have an internal audit function, and does not disclose the processes it uses to improve risk management. Nonetheless, it remains committed to effective management and control of these factors.
7.4. A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if they do, how they manage or intend to manage those risks.	Yes	All material risks are announced to the market, in accordance with the requirements of the ASX listing rules and otherwise.
<b>8. Remunerate fairly and responsibly</b>		
8.1. The Board should establish a remuneration committee, structured so that it: <ul style="list-style-type: none"> <li>• has at least three members, a majority of whom are independent directors; and</li> <li>• is chaired by an independent director</li> </ul> and disclose: <ul style="list-style-type: none"> <li>• the charter of the committee;</li> <li>• the members of the committee; and</li> <li>• as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendance of the members at those meetings; or</li> </ul>	No	As noted in Section 1.6 above, the Company does not have in place a separately constituted remuneration committee due to the size and current operations of the Company.

<p>If no committee satisfying the above exists, it should disclose that fact and the processes it uses to ensure the remuneration of its directors and senior executives is fair and not excessive.</p>		
<p>8.2. A listed entity should disclose their policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	No	The Company has not deemed it necessary to separately disclose its remuneration policies.
<p>8.3. A listed entity which has an equity-based remuneration scheme should have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme and disclose that policy or a summary of it.</p>	No	Although the Company does not have a formal policy, the Company has a securities trading policy that restricts the trading of the Company's securities by those who have interests in equity based remuneration.